

Earl C. Oppenheimer
General Counsel

John C. Danielson
General Attorney

Dennis W. Krakow
Senior Trial Attorney

John A. Ponitz
Trial Attorney

Jerome L. Fenton
Attorney

Mary P. Slawny
Attorney

Christopher A. Rodgers
Attorney

RECORDATION NO. 11777-A
7-1-1425

JAN 12 1981 -2 55 PM

INTERSTATE COMMERCE COMMISSION



No.

Date JAN 12 1981

File #

ICC Washington, D. C.

Grand Trunk Western Railroad Co.

Law Department

131 West Lafayette Boulevard
Detroit, Michigan 48226
(313) 962-2260

File: 353-Gen.

January 8, 1981

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mrs. Mergenovich:

Enclosed for recordation under Section 11303 of the Interstate Commerce Act are two counterparts of an amendment to lease agreement, dated as of October 8, 1980, between Kellogg Company and Grand Trunk Western Railroad Company.

The original lease was recorded with the Commission on May 12, 1980, and assigned recordation No. 11777.

The addresses of the parties to said agreement and amendment are:

Lessor: Kellogg Company
Battle Creek, MI 49016

Lessee: Grand Trunk Western
Railroad Company
131 West Lafayette Boulevard
Detroit, Michigan 48226

The equipment covered by said amendment is 53 60-foot XL box cars bearing Grand Trunk road numbers as shown on the List of Cars Leased which is attached to this letter.

Enclosed is our check No. 218 in the amount of \$10 for the required recordation fee. Please accept for recordation one

18 PM '81
JAN 12 1981
DOCKETED
BRAY

Mrs. Agatha L. Mergenovich
January 8, 1981

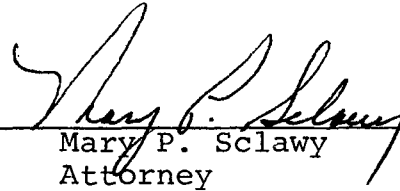
Page Two

counterpart of the enclosed agreement, stamp the remaining counterpart with your recordation number and return it to the undersigned at the above address.

Sincerely,

GRAND TRUNK WESTERN RAILROAD COMPANY

BY:


Mary P. Sclawy
Attorney

MPS:jcw
encl.

LIST OF CARS LEASED
EFFECTIVE OCTOBER 9, 1980

GTW 305001

GTW 305043

GTW 305068

002

044

071

003

045

075

006

046

076

008

048

077

009

049

078

011

050

080

012

051

083

013

055

084

014

058

089

015

059

091

022

060

093

023

062

094

024

063

095

026

066

097

067

098

029

031

035

038

041

042

..... 53 Cars

Interstate Commerce Commission
Washington, D.C. 20423

1/13/81

OFFICE OF THE SECRETARY

Mary P. Sclawy, Atty.
Grand Trunk Western RR Co.
131 West Lafayette Boulevard
Detroit, Michigan 48226

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/12/81 at 2:55pm , and assigned re-
recording number(s). 11777-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

JAN 12 1981 -2 55 PM

AMENDMENT

INTERSTATE COMMERCE COMMISSION

This Amendment dated and effective as of this 8th day of October to the Agreement dated as of February 1, 1980, by and between Kellogg Company ("Kellogg") and Grand Trunk Western Railroad Company ("Grand Trunk") pertaining to the lease of box cars in the GTW 305000-099 series (The "Agreement").

The term of the Agreement having been due to expire October 8, 1980 and the parties wishing to extend the lease term for six additional months as to the leased cars shown on the attachment hereto and to make certain other changes in the Agreement, it is hereby agreed as follows:

1. Effective October 9, 1980, the applicable lease rate per car per day shall be \$4.66.
2. The lease term shall continue until April 8, 1981, subject to cancellation by either party giving 10 days written notice to the other party of its intention to terminate the Agreement.
3. At time of termination of the Agreement, the leased cars shall be delivered to Kellogg at Battle Creek, Michigan, in accordance with the provisions of Paragraph 9 of the Agreement. Kellogg shall promptly cause all Grand Trunk car numbers to be removed from the leased cars. Grand Trunk will cause the Grand Trunk car numbers to be removed from the Railway Equipment Register.
4. All other provisions of the Agreement will remain unchanged and in full force and effect until the Agreement is terminated in accordance with this Amendment.

In witness whereof the parties have duly executed this Agreement in counter parts (all of which shall be deemed an original).

Witness:

Curry H. Hays

KELLOGG COMPANY

By:

Attest:

W. H. Kellogg
S. H. Kellogg

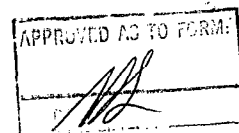
GRAND TRUNK WESTERN
RAILROAD COMPANY

By:

Attest:

Kenneth W. Roop

W. H. Cramer
E. B. Sontaine



LIST OF CARS LEASED
EFFECTIVE OCTOBER 9, 1980

GTW 305001	GTW 305043	GTW 305068
002	044	071
003	045	075
006	046	076
008	048	077
009	049	078
011	050	080
012	051	083
013	055	084
014	058	089
015	059	091
022	060	093
023	062	094
024	063	095
026	066	097
	067	098
029		
031		
035		
038		
041		
042		

..... 53 Cars

STATE OF MICHIGAN,)
) ss.:
COUNTY OF WAYNE,)

On this 16th day of December, 1980, before me personally appeared W. H. Cramer, Jr., to me personally known, who, being by me duly sworn, says that he is Vice President Marketing of the GRAND TRUNK WESTERN RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


J. Isabelle Matusko
NOTARY PUBLIC

J. ISABELLE MATUSKO
Notary Public, Oakland County, Michigan
Acting in Wayne County, Michigan
My Commission Expires March 14, 1983

STATE OF MICHIGAN,)
) ss.:
COUNTY OF CALHOUN)

On this 29th day of December, 1980 before me personally appeared M. J. Swarthout, to me personally known, who, being by me duly sworn, says that he is a Vice President Purchasing of KELLOGG CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Dana E. Hankey
NOTARY PUBLIC

DANA E. HANKEY
Notary Public, Calhoun County, Mich.
My Comm. Expires August 30, 1983